DSO Entity

Board election guide

Version 30 June 2026

Contents

Introduction

This document outlines the main principles for the process of the Board election.

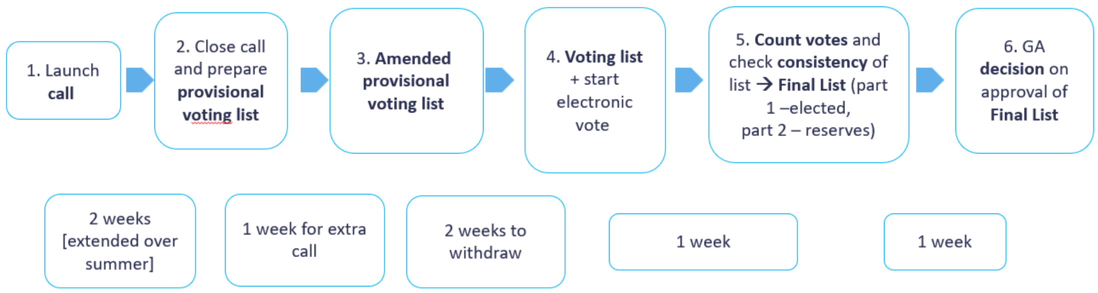
Each Member company is welcome to nominate one candidate to apply for a Board seat. Election is based on number of votes collected (the weight of the votes is proportionate to the number of connections).

According to the Statutes, the nomination and voting process lasts in total seven weeks. Once the revised Statutes are approved and the new Member companies are admitted, the call for candidates will be launched.

As this call will be launched at the end of June, the period of 2 weeks foreseen in the Statutes to apply for a Board seat has been extended to the 21st of August allowing all our Member companies to apply before or after their holidays.

All steps are monitored by the Nomination Committee (established by the Board of DSO Entity), with the support of the Secretariat.

The procedure consists of the following main steps:



I. About the Board

DSO Entity is legally established as an 'AISBL' (international non-profit association). The Board of Directors (the Board) is responsible for overseeing the governance, strategic priorities, financial sustainability, and overall mission of the AISBL in accordance with its Statutes and Belgian law governing the AISBL.

Board members are expected to:

- Act in the best interests of the association;
- Contribute actively to strategic discussions and decision-making;
- Participate regularly in Board meetings and key events;
- Support the visibility, sustainability, and growth of the organisation;
- Uphold principles of integrity, transparency, diversity, and good governance.

II. Open positions

Positions are open for 33 Board seats (composed of 12 seats for Gas/H2 Member companies and 21 seats for Electricity Member companies) and 33 substitute[1] candidates for the office of Directors who will constitute a reserve list.

III. Required composition of the Board

The Statutes require a fair and balanced representation of Board members based on the following principles:

1) Gas and Electricity seats must be equally allocated across the three **membership categories** of DSO Entity:

Membership categories	Seats allocation for Gas/H2	Seats allocation for Electricity
Category 1: < 100.000 connected customers	4	7
Category 2: 100.000 – 1.000.000 connected customers	4	7
Category 3: > 1.000.000 connected customers	4	7
Total number of Board members: 33	12	21

2) No more than four representatives from Member companies may be established in the same **country**.
3) No more than three representatives from Member companies may belong to the same **Industrial Group**.

[1] Since candidates from the reserve list can only step in when a company permanently withdraws their Board Member, the statutory wording as 'alternate' is confusing and not used here.

IV. Board and Reserve lists

The 33 candidates who receive the highest number of votes will form the final list of Board candidates that will be submitted to the General Assembly for approval. The following 33 candidates with the next highest number of votes will constitute the reserve list.

When a Director resigns, the respective Member company may propose a candidate for succession, to be approved by the relevant category. In case the Member company decides to leave the seat vacant, the reserve list serves as a pool of substitutes who may be co-opted to the Board to replace a resigning Director of the same sector and category.

Each Electricity or Gas/H2 Director on the reserve list can be a member of the Electricity Council or of the Gas/H2 Council if they have expressed their intention to join the relevant Council at the time of their candidacy.

V. Board election detailed process

The table below provides a detailed overview of the steps to guide you through the Board election procedure, both for nominating candidates and casting votes.

<table>
<tr><th colspan="2">BOARD ELECTION DETAILED PROCESS</th></tr>
<tr><td rowspan="2">1
Call for candidates</td><td>Right to nominate
Each Member company can nominate 1 candidate in the relevant sector (Electricity or Gas/Hydrogen).
Dual grid Member companies may nominate a candidate per sector, but can only take up one seat in the final composition of the Board.
The nominated candidate may be different from the Member company’s appointed voting representative at the General Assembly.</td></tr>
<tr><td>Eligibility criteria
Be employed by a Member company;
Be engaged in the activities of the Member;
Have the authority to make business-related decisions within the Member’s own business.</td></tr>
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Availability

- Commit to a four-year mandate.
- Commit to attending six Board meetings (of which two are in-person) and two General Assemblies per year (online).
- Only Board members can participate in a Board meeting; proxies can be given to any other Board member, but in-person substitution by e.g. a colleague of the Board member is not allowed.
- Each candidate for the office of Board member has to inform the Nomination Committee whether he or she is willing (i) to become President of the Board and President of DSO Entity and (ii) to become a member of a Council.

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2

Nomination procedure

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Provisional voting list

Once the call for candidates is closed, a provisional list of all candidate Directors received and classified by sector and categories is published on EU DSO Entity's website and sent to the available email address of each Member representative.

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Amended provisional voting list

- In case of an insufficient number of candidates in one or several sectors or categories, a **second call** will be launched inviting Member companies of the categories concerned to propose their candidate within one week. At the end of that week, an **amended provisional voting list** is published.
- **During the next two weeks** after publication**,** applicants may withdraw their application. At the end of these two weeks, a final **voting list** is published on the website and sent to the Member companies representatives (classified by categories).

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3 **Elections**	**Vote** • Member companies representatives have one week to vote online for the candidates on the final **voting list.** • Each Member company representative may vote for a single candidate within his own membership category. • For Board election, the voting power of a Member company is proportionate to its number of connected customers in the relevant sector.
	Final list of candidates published • Votes are counted and the **final list of candidates** is prepared in accordance with the rules set out in the "Required composition of the Board" section of this table. • The final list of candidates and the reserve list are published on the website and shared with all Member company representatives. NB: candidates from the reserve list are eligible to join the Councils if they have expressed their intention to join the relevant Council at the time of their candidacy.

	Final list of candidates approved by the General Assembly
	• Member company representatives approve the **final list of candidates** for the Board and for the reserve list during the General Assembly.
	• This approval requires the standard General Assembly majority:
	    ➢ More than 50% of the votes based on connected customers.
	    ➢ More than 55% of Member companies.

VI. Additional topics related to the Board election

Election of President and Vice-Presidents

The **President** chairs the meetings of the Board and the General Assembly, has no voting right and is the primary independent, external representative for DSO Entity. Candidates from the final list of candidates as established by the Nomination Committee in accordance with Article 3 of this Annex may nominate themselves to serve as President of the Board. The Board, upon its election, shall vote for the President, whose office needs to be endorsed by the General Assembly before becoming effective.

The Board appoints **three Vice-Presidents** among itself, one per category. At least one Vice-President shall be a representative of an Electricity DSO, and one of a Gas/Hydrogen DSO. Vice-Presidents are appointed by a simple majority of the votes cast by both Electricity and Gas/Hydrogen Directors belonging to the relevant category. For Vice-Presidents, no endorsement by the General Assembly is required.

A designated Vice-President for external sector representation for Electricity or Gas/Hydrogen will be appointed by the Board to go with President (and/or go individually) where appropriate for external representation sector related matters.

Establishment of Councils

After the Board is established, a Council for Gas/H2 and a Council for Electricity will be established with a maximum of 39 seats. The Councils will prepare decision-making in the Board, in close cooperation with the (technical) Expert Groups. Each elected Director shall be a member of the related Council, provided they indicated their interest. Alternatively, they can nominate a senior management colleague from the same Member company to serve in their place. In addition, candidates from the reserve list are allowed to join the related Council; they cannot nominate a replacement colleague. In the situation where the maximum number of 39 seats is not filled, the Board may decide to run an open call for additional members for a Council.

VII. Process overview

The diagramme below provides a clear, high-level overview of the entire process, bringing all steps together in a single visual representation.